

IMPORTANT NOTICE

NOT FOR DISTRIBUTION TO ANY U.S. PERSON OR TO ANY PERSON OR ADDRESS IN THE U.S. EXCEPT TO QIBS (AS DEFINED BELOW)

IMPORTANT: You must read the following before continuing. The following applies to the final terms following this page, and you are therefore advised to read this carefully before reading, accessing or making any other use of the final terms. In accessing the final terms, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY THE SECURITIES OF NATIONWIDE BUILDING SOCIETY. THE FOLLOWING FINAL TERMS MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER AND, IN PARTICULAR, MAY NOT BE FORWARDED TO ANY U.S. PERSON OR TO ANY U.S. ADDRESS. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE **SECURITIES ACT**) OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. THE NOTES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES, AND THE NOTES MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR THE BENEFIT OF, U.S. PERSONS (WITHIN THE MEANING OF REGULATION S UNDER THE SECURITIES ACT) UNLESS AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT IS AVAILABLE AND IN ACCORDANCE WITH ALL APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.

These final terms have been delivered to you on the basis that you are a person into whose possession these preliminary final terms may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver these final terms to any other person.

The materials relating to the offering do not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer, including the requirement that offerings in the United States may only be made through broker-dealers registered with the U.S. Securities and Exchange Commission, and the managers or any affiliate of the managers is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by the managers or such affiliate on behalf of the issuing entity in such jurisdiction.

By accessing these final terms, you shall be deemed to have confirmed and represented to us that (a) you have understood and agree to the terms set out herein, (b) you consent to delivery of the final terms by electronic transmission, (c) you are either (i) not a U.S. person (within the meaning of Regulation S under the Securities Act) or acting for the account or benefit of a U.S. person and the electronic mail address that you have given to us and to which this e-mail has been delivered is not located in the United States, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands) or (ii) a qualified institutional buyer (as defined in Rule 144A under the Securities Act) (**QIB**) and (d) if you are a person in the United Kingdom, then you are a person who (i) is an investment professional within the meaning of article 19 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the **FPO**) or (ii) is a high net worth entity falling within Article 49(2)(a) to (d) of the FPO (all such persons together being referred to as **relevant persons**). The final terms must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the final terms relate is available only to relevant persons and will be engaged in only with relevant persons.

These final terms have been sent to you in electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of Nationwide Building Society, Citigroup Global Markets Inc., HSBC Securities (USA) Inc., Nomura Securities International, Inc. or TD Securities (USA) LLC, nor any person who controls it, nor the Note Trustee, the Security Trustee, the Principal Paying Agent, the Agents, the Account Bank or the Agent Bank, nor any director, officer, employee or agent of Nationwide Building Society, BMO Capital Markets Corp., Citigroup Global Markets Inc., Nomura Securities International, Inc., RBC Capital Markets, LLC or TD Securities (USA) LLC, nor any person who controls it, nor the Note Trustee, the Security Trustee, the Principal Paying Agent, the Agents, the Account Bank or the Agent Bank, nor any affiliate of any such person, accepts any liability or responsibility whatsoever in respect of any difference between the preliminary final terms distributed to you in electronic format and the hard copy version available to you on request from Nationwide Building Society, BMO Capital Markets Corp., Citigroup Global Markets Inc., Nomura Securities International, Inc., RBC Capital Markets, LLC or TD Securities (USA) LLC.

FINAL TERMS

9 November 2023

Nationwide Building Society

Issuer Legal Entity Identifier (LEI): 549300XFX12G42QIKN82

Issue of Regulated USD 1,500,000,000 Series 2023-11 Fixed Rate Regulated Covered Bonds due 10 November 2026

irrevocably and unconditionally guaranteed as to payment of principal and interest by Nationwide Covered Bonds LLP under the €45 billion Global Covered Bond Programme

PART A – CONTRACTUAL TERMS

UK MIFIR PRODUCT GOVERNANCE/TARGET MARKET – Solely for the purposes of the manufacturers' product approval process, the target market assessment in respect of the Covered Bonds has led to the conclusion that: (i) the target market for the Covered Bonds is eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (**COBS**), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA (**UK MiFIR**); and (ii) all channels for distribution of the Covered Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (a **distributor**) should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the **UK MiFIR Product Governance Rules**) is responsible for undertaking its own target market assessment in respect of the Covered Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Covered Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**). For these purposes, a retail investor means a person who is one (or both) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97 (the **Insurance Distribution Directive**) as amended or superseded, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No. 1286/2014 (the **PRIIPs Regulation**) for offering or selling the Covered Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Covered Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or both) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended by the European Union (Withdrawal Agreement) Act 2020) as amended, varied, superseded or substituted from time to time (**EUWA**); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Covered Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

The Covered Bonds may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 Prospectus Exemptions or subsection 73.3(1) of the Securities Act (Ontario), and are permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Any resale of the Covered Bonds must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws. Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if these final terms or the accompanying prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor. Pursuant to section 3A.3 of National Instrument 33-105 Underwriting Conflicts ("NI 33-105"), the underwriters are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this offering.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 14 September 2023 (the **Base Prospectus**), as supplemented by a supplemental prospectus dated 6 November 2023 (the **Supplemental Prospectus**) which constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (the **UK Prospectus Regulation**). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with such Base Prospectus and the Supplemental Prospectus in order to obtain all the relevant information. The Base Prospectus and the Supplemental Prospectus are available for viewing during normal business hours at the registered office of the Issuer and copies may be obtained from the specified office of each of the Paying Agents and have been published on the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

The LLP is not now, and immediately following the issuance of the Covered Bonds pursuant to the Trust Deed will not be, a "covered fund" for purposes of regulations adopted under Section 13 of the Bank Holding Company Act of 1956, as amended, commonly known as the "Volcker Rule". In reaching this conclusion, although other statutory or regulatory exemptions under the Investment Company Act of 1940, as amended, and under the Volcker Rule and its related regulations may be available, the LLP has relied on the exemption from registration set forth in Section 3(c)(5)(C) of the Investment Company Act of 1940, as amended. See "*Certain Volcker Rule Considerations*" in the Base Prospectus.

- | | | | |
|----|-----|--|---------------------------------------|
| 1. | (a) | Issuer: | Nationwide Building Society |
| | (b) | Guarantor: | Nationwide Covered Bonds LLP |
| 2. | (a) | Series Number: | 2023-11 |
| | (b) | Tranche Number: | 1 |
| | (c) | Series which Covered Bonds will be consolidated and form a single Series with: | Not Applicable |
| | (d) | Date on which the Covered Bonds will be consolidated and form a single Series with the Series specified above: | Not Applicable |
| 3. | | Specified Currency or Currencies: | US Dollar (USD or \$) |
| 4. | | Nominal Amount of Covered Bonds to be issued: | \$1,500,000,000 |
| 5. | | Aggregate Nominal Amount of Covered Bonds: | |

	(a)	Series:	\$1,500,000,000
	(b)	Tranche:	\$1,500,000,000
6.		Issue Price:	100.000 per cent. of the Aggregate Nominal Amount
7.	(a)	Specified Denominations:	\$200,000 and integral multiples of \$1,000 in excess thereof up to and including \$399,000. No Covered Bonds will be issued with a denomination above \$399,000.
	(b)	Calculation Amount:	\$1,000
8.	(a)	Issue Date:	10 November 2023
	(b)	Interest Commencement Date:	Issue Date
9.	(a)	Final Maturity Date:	Specified Interest Payment Date falling on or nearest to 10 November 2026
	(b)	Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee:	Specified Interest Payment Date falling on or nearest to 10 November 2027
10.		Interest Basis:	5.264% Fixed Rate (further particulars specified below)
11.		Redemption/Payment Basis:	100.000 per cent. of the nominal value
12.		Change of Interest Basis:	Applicable for the period from and including the Final Maturity Date to but excluding the Extended Due for Payment Date in accordance with the provisions of paragraph 16 below
13.		Call Options:	Not Applicable
14.		Date Board approval for issuance of Covered Bonds and Guarantee obtained:	17 March 2021 and 8 November 2023, for the Issuer and the LLP, respectively

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.		Fixed Rate Covered Bond Provisions:	Applicable from and including the Interest Commencement Date to but excluding the Final Maturity Date
	(a)	Fixed Rate(s) of Interest:	5.264% per annum payable in arrear on each Interest Payment Date
	(b)	Interest Payment Date(s):	10 May and 10 November in each year, from and including 10 May 2024, up to and including the Final Maturity Date

	(c)	Business Day Convention:	Following Business Day Convention
	(d)	Business Day(s):	London, New York
		Additional Business Centre(s):	New York
	(e)	Fixed Coupon Amount(s):	\$26.32 per Calculation Amount
	(f)	Initial Broken Amount:	Not Applicable
	(g)	Final Broken Amount:	Not Applicable
	(h)	Day Count Fraction:	30/360, unadjusted
	(i)	Determination Date(s):	10 May and 10 November in each year
16.		Floating Rate Covered Bond Provisions:	Applicable from and including the Final Maturity Date to but excluding the Extended Due for Payment Date
	(a)	Interest Period(s):	The period from and including the Final Maturity Date or, as the case may be, a Specified Interest Payment Date, to but excluding the following Specified Interest Payment Date
	(b)	Specified Interest Payment Date(s):	Monthly on the 10th day of each month from but excluding the Final Maturity Date to and including the Extended Due for Payment Date or any other date on which the Series 2023-11 Covered Bonds are redeemed in full
	(c)	First Interest Payment Date:	The Specified Interest Payment Date falling on or nearest to 10 December 2026
	(d)	Business Day Convention:	Modified Following Business Day Convention
	(e)	Business Centre(s):	London, New York
	(f)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(g)	Party responsible for calculating the Rate(s) of Interest and/or Interest Amount (if not the Agent):	Not Applicable
	(h)	Screen Rate Determination:	Applicable
		– Reference Rate:	Compounded Daily SOFR
			As at the date of this final terms, the administrator of SOFR is not included in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the Benchmark Regulation and so far as the Issuer is aware, as at the date hereof, SOFR does not fall within the scope of the Benchmarks Regulation

	– Interest Determination Date(s):	The fifth US Government Securities Business Day prior to the end of each Interest Period
	– Term Rate:	Not Applicable
	– Overnight Rate:	Not Applicable
	– Index Determination	Not Applicable
	– Relevant Number:	5 US Government Securities Business Days
	– Observation Method:	Shift
	– Lock-Out Date:	5 US Government Securities Business Days
	– Relevant Screen Page:	SOFRRATE
(i)	ISDA Determination:	Not Applicable
(j)	Margin(s):	+0.75 per annum
(k)	Minimum Rate of Interest:	0.00 per annum
(l)	Maximum Rate of Interest:	Not Applicable
(m)	Day Count Fraction:	Actual/360, Adjusted
17.	Zero Coupon Covered Bond Provisions:	Not Applicable
18.	Final Redemption Amount of each Covered Bond:	\$1,000 per Calculation Amount
19.	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons, on acceleration following an Issuer Event of Default or an LLP Event of Default:	\$1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

20.	Form of Covered Bonds:	Registered Covered Bonds: Regulation S Global Covered Bond (USD 1,179,900,000 nominal amount) registered in the name of a nominee for DTC Rule 144A Global Covered Bond (USD 320,100,000 nominal amount) registered in the name of a nominee for DTC
21.	New Global Covered Bond:	Not Applicable
22.	Financial Centre(s) relating to payment dates:	New York
23.	Talons for future Coupons to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature):	Not Applicable

24. Redenomination, renominalisation and Not Applicable reconventioning provisions:

PART B – OTHER INFORMATION

1. LISTING

- (a) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to trading on the London Stock Exchange's main market and to be listed on the Official List of the FCA with effect from the Issue Date
- (b) Estimate of total expenses related to admission to trading: £5,400

2. RATINGS

The Covered Bonds to be issued are expected to be rated:

S&P: AAA
(endorsed by S&P Global Ratings Europe Limited)

Fitch: AAA
(endorsed by Fitch Ratings Ireland Limited)

Fitch Ratings Limited and S&P Global Ratings UK Ltd. are established in the UK and are registered in accordance with Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of the EUWA (the **UK CRA Regulation**).

Fitch Ratings Limited endorsed by Fitch Ratings Ireland Limited) has, in its 11 June 2020 publication "Ratings Definitions", described a credit rating of 'AAA in the following terms: "AAA' ratings denote the lowest expectation of default risk. They are assigned only in cases of exceptionally strong capacity for payment of financial commitments. This capacity is highly unlikely to be adversely affected by foreseeable events".

S&P Global Ratings UK Ltd. (endorsed by S&P Global Ratings Europe Limited) has, in its January 2021 publication "Ratings Definitions", described a credit rating of 'AAA in the following terms: "An obligation rated 'AAA' has the highest rating assigned by S&P Global Ratings. The obligor's capacity to meet its financial commitments on the obligation is extremely strong."

3. PROVISIONS RELATING TO THE JUMBO INTEREST RATE SWAPS

- (a) BMR Spread: 1.8 per cent. per annum
- (b) Fixed Rate Spread: 1.5 per cent. per annum
- (c) SMR Spread: 3.2 per cent. per annum
- (d) Tracker Rate Spread: 1.7 per cent. per annum

4. **REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS**

- | | | |
|-----|-------------------------|--|
| (a) | Reasons for the offer | See "Use of Proceeds" in the Base Prospectus |
| (b) | Estimated net proceeds: | \$1,497,000,000 |

5. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save as discussed in "*Subscription and Sale and Transfer and Selling Restrictions*", so far as the Issuer and the LLP are aware, no person involved in the issue of the Covered Bonds has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged and may in the future engage in investment banking and/or commercial banking transactions with and may perform other services for the Issuer and/or the LLP and its or their affiliates in the ordinary course of business.

6. **OPERATIONAL INFORMATION:**

- | | | |
|-----|--|--|
| (a) | ISIN Code: | Reg S: USG6398ADD66

Rule 144A: US638602BS06 |
| (b) | Common Code: | Reg S: 271811608

Rule 144A: 271811586 |
| (c) | CFI Code: | Reg S: DBFGFR, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

Rule 144A: DBFUFR, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (d) | FISN: | Reg S: NATIONWIDE BLDG/BD 2026 S 2023-11 G, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

Rule 144A: NATIONWIDE BLDG/BD 2026 S 2023-11 U, as updated, as set out on the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN |
| (e) | Insert here any other relevant codes such as CUSIP AND CINS codes: | Reg S: G6398A DD6

Rule 144A: 638602BS0 |
| (f) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |


(g)	Intended to be held in a manner which would allow Eurosystem eligibility:	No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Covered Bonds are capable of meeting them the Covered Bonds may then be deposited with one of the ICSDs as common safekeeper (and registered in the name of a nominee of one of the ICSDs acting as common safekeeper). Note that this does not necessarily mean that the Covered Bonds will then be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.
(h)	Relevant Benchmark(s):	Not Applicable
7.	DISTRIBUTION	
	US Selling Restrictions:	Reg. S Compliance Category 2 Rule 144A
8.	YIELD (Fixed Rate Covered Bonds only)	
	Indication of yield:	5.264% The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield
9.	US FEDERAL INCOME TAX CONSIDERATIONS	Not Applicable

Signed on behalf of the **Issuer**:

DocuSigned by:
 *Krishan Hirani*
EE607038855A40A...

By: _____
by its attorney

Signed on behalf of the **LLP**:

DocuSigned by:
 *Tara Parmar*
569198E73D1E449...

By: _____
by its attorney